

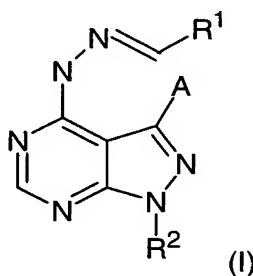
Amendments To The Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

In the Claims:

What is claimed is:

Claim 1 (Original): A compound of Formula (I)

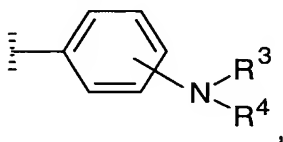


including salts, solvates, and pharmaceutically acceptable derivatives thereof,

wherein A is H, alkyl, or aryl;

R¹ is D¹, D², D³, D⁴, or D⁵,

wherein D¹ is



and R³ and R⁴ are each independently H, alkyl, alkylsulfonyl, or -C(O)-(CH₂)_x-R⁵,

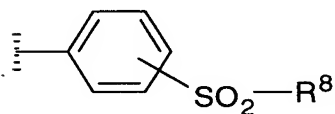
where R⁵ is alkyl, acyl, alkoxy, -(O)-(CH₂)_x-(O)-alkyl, or -NR⁶R⁷,

where R⁶ and R⁷ are each independently H or alkyl, or

R^6 and R^7 combine to form a 5- or 6-membered ring, optionally containing one or more additional heteroatoms, optionally containing one or more degrees of unsaturation, and optionally substituted one or more times with alkyl, hydroxy, carboxy, acyl, alkoxy, or halogen,

or R^3 and R^4 combine to form a 5- or 6-membered ring, optionally containing one or more additional heteroatoms, optionally containing one or more degrees of unsaturation, and optionally substituted one or more times with alkyl, hydroxy, carboxy, alkoxy, acyl, or halogen;

wherein D^2 is



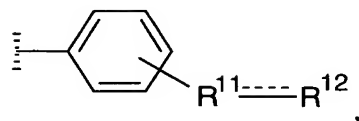
and R^8 is alkyl, or $-NR^9R^{10}$,

where R^9 and R^{10} are each independently selected from H, alkyl, or $-(CH_2)_x-NR^6R^7$,

where R^6 and R^7 are each independently H or alkyl,

or R^6 and R^7 combine to form a 5- or 6-membered ring, optionally containing one or more additional heteroatoms, optionally containing one or more degrees of unsaturation, and optionally substituted one or more times with alkyl, hydroxy, carboxy, acyl, alkoxy, or halogen;

wherein D^3 is



and

the dashed line represents an optional double bond;

when R^{11} is $-(CH_2)_x$, the optional dashed double bond does not exist,
and R^{12} is alkylsulfonyl or $-NR^{13}R^{14}$,

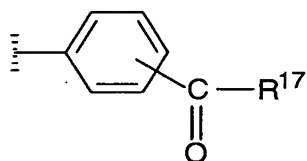
where R^{13} and R^{14} are each independently selected from H, alkyl,
 $-(CH_2)_x-R^{17}$, where R^{17} is alkoxy or $-NR^{15}R^{16}$,

where R^{15} and R^{16} are each independently H or alkyl,

or R^{13} and R^{14} combine to form a 5- or 6-membered ring,
optionally containing one or more additional heteroatoms,
optionally containing one or more degrees of unsaturation, and
optionally substituted one or more times with alkyl or $-(CH_2)_x-OH$;

when R^{11} is $-(CH)-$, the optional dashed double bond exists, and R^{12} is $-(CH)-C(O)-OH$;

wherein D^4 is



and R^{17} is hydroxy, alkoxy, or $-NR^{18}R^{19}$,

where R^{18} and R^{19} are each independently selected from H, alkyl, $-(CH_2)_x-R^{20}$,

where R^{20} is alkylsulfonyl, hydroxy, aryl said aryl optionally
substituted with hydroxy or alkoxy, heteroaryl, or $-NR^{21}R^{22}$,

where R^{21} and R^{22} are each independently selected from H, acyl, alkyl,

or R^{21} and R^{22} combine to form a 5- or 6-membered ring, optionally containing one or more additional heteroatoms, optionally containing one or more degrees of unsaturation, and optionally substituted with alkyl or $-(CH_2)_x-OH$;

or R^{18} and R^{19} combine to form a 5- or 6-membered ring, optionally containing one or more additional heteroatoms, optionally containing one or more degrees of unsaturation, and optionally substituted with $-(CH_2)_x-R^{23}$,

where R^{23} is alkoxy, hydroxy, $-C(O)-R^{24}$, where R^{24} is a 5- or 6- membered ring optionally containing one or more heteroatoms and optionally containing one or more degrees of unsaturation, or $-NR^{25}R^{26}$, where R^{25} and R^{26} are each independently H or alkyl;

wherein D^5 is

a 5- or 6- membered ring, optionally containing one or more heteroatoms, optionally containing one or more degrees of unsaturation, optionally fused with an additional 5- or 6- membered ring that optionally contains one or more heteroatoms and optionally contains one or more degrees of unsaturation,

wherein the ring or fused ring system may be optionally substituted one or more times with halogen, alkyl, haloalkyl, alkylsulfonyl, alkylthio, hydroxy, alkoxy, oxo, sulfonyl, sulfate ion, nitro, cyano, carboxy, alkoxycarbonyl, aryl where said aryl may be

optionally substituted with sulfamoyl, heteroaryl where said heteroaryl may be optionally substituted with alkyl, or $-NR^{27}R^{28}$,

where R^{27} and R^{28} are each independently H, alkyl, acyl, alkoxy, alkoxycarbonyl, carboxy, or $-(CH_2)_x-NR^{29}R^{30}$, where R^{29} and R^{30} are each independently selected from H and alkyl,

or R^{27} and R^{28} combine to form a 5- or 6- membered ring, optionally containing one or more additional heteroatoms, optionally containing one or more degrees of unsaturation, and optionally substituted one or more times with alkyl, hydroxy, carboxy, acyl, alkoxy, or halogen,

or $-(O)_y-(CH_2)_x-R^{31}$, where R^{31} is hydroxy, alkoxy, haloalkyl, aryl optionally substituted with halogen, or $-NR^{27}R^{28}$, where R^{27} and R^{28} are as defined above;

wherein for each occurrence, x independently is 0, 1, 2, or 3;

wherein for each occurrence, y independently is 0 or 1; and

R^2 is phenyl, substituted one or more times with alkyl, alkoxy, halogen, haloalkyl, haloalkoxy, nitro, or $-NR^{31}R^{32}$,

wherein R^{31} and R^{32} are each independently selected from H, alkyl, acyl, or $-(CH_2)_z-R^{33}$,

where z is 0, 1, or 2;

and R^{33} is cycloalkyl.

Claim 2 (Original): The compound of claim 1 wherein R^1 is D^5 .

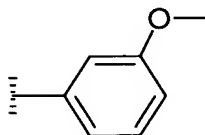
Claim 3 (Original): The compound of claim 2 wherein D^5 is pyridyl.

Claim 4 (Cancelled)

Claim 5 (Original): The compound of claim 1 wherein R² is phenyl substituted with alkoxy.

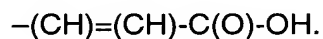
Claim 6 (Cancelled)

Claim 7 (Original): The compound of claim 6 wherein R² is



Claim 8 (Cancelled)

Claim 9 (Original): The compound of claim 1 wherein R¹ is D³ and R¹¹ and R¹² combine to form



Claims 10-15 (Cancelled)

Claim 16 (Currently Amended): A pharmaceutical composition comprising: a therapeutically effective amount of a compound as claimed in claim ~~claims~~ 1 ~~to 15~~.

Claim 17 (Original): The pharmaceutical composition of claim 16 further comprising:

one or more of pharmaceutically acceptable carriers, diluents, or excipients.

Claim 18 (Currently Amended) A method of treating a disorder in a mammal, said disorder being characterized by misregulation of one or more protein kinase comprising:

administering to said mammal a therapeutically effective amount of a compound as claimed in claim ~~claims~~ 1 ~~to 15~~.

Claim 19 (Cancelled)

Claim 20 (Currently Amended): The method of claim 18 ~~19~~ wherein the kinase is GSK3.

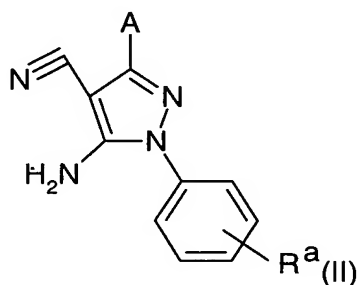
Claim 21 (Cancelled)

Claim 22 (Currently Amended): The method of claim 18 ~~21~~ wherein the kinase is TIE2.

Claims 23-29 (Cancelled)

Claim 30 (Currently Amended): A compound according to claim ~~any of claims~~ 1 ~~to 15~~ with reference to any of the Examples.

Claim 31 (Original): A compound of Formula (II):



including salts, solvates, and pharmaceutically functional derivatives thereof,

where A is H, alkyl, or aryl;

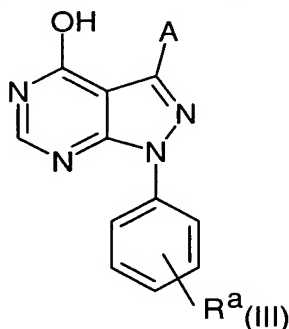
R^a is alkyl, alkoxy, halogen, haloalkyl, haloalkoxy, nitro, or -NR^bR^c,

wherein R^b and R^c are each independently selected from H, alkyl, acyl, or -
(CH₂)_z-R^d,

where z is 0, 1, or 2; and

R^d is cycloalkyl.

Claim 32 (Original): A compound of formula (III)



including salts, solvates, and pharmaceutically functional derivatives thereof,

where A is H, alkyl, or aryl;

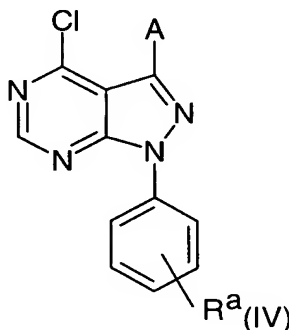
R^a is alkyl, alkoxy, halogen, haloalkyl, haloalkoxy, nitro, or $-NR^bR^c$,

wherein R^b and R^c are each independently selected from H, alkyl, acyl, or $-(CH_2)_z-R^d$,

where z is 0, 1, or 2; and

R^d is cycloalkyl.

Claim 33 (Original): A compound of formula (IV)



including salts, solvates, and pharmaceutically functional derivatives thereof,

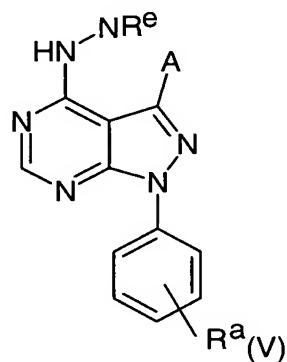
where A is H, alkyl, or aryl;

R^a is alkyl, alkoxy, halogen, haloalkyl, haloalkoxy, nitro, or $-NR^bR^c$,
 wherein R^b and R^c are each independently selected from H, alkyl, acyl, or -
 $(CH_2)_z-R^d$,

where z is 0, 1, or 2; and

R^d is cycloalkyl.

Claim 34 (Original): A compound of formula (V)



including salts, solvates, and pharmaceutically functional derivatives thereof,

where A is H, alkyl, or aryl;

R^a is alkyl, alkoxy, halogen, haloalkyl, haloalkoxy, nitro, or $-NR^bR^c$,
 wherein R^b and R^c are each independently selected from H, alkyl, acyl, or -
 $(CH_2)_z-R^d$,

where z is 0, 1, or 2;

R^d is cycloalkyl; and

R^e is H or $-C(O)-(O)-C-(CH_3)_3$.